

TRINITY INDUSTRIES LEASING COMPANY
2705 State Street
Chicago Heights, Illinois 60411

2-233A012

August 13, 1992

Secretary
Interstate Commerce Commission
Twelfth Street and Constitution Avenue
Washington, D.C. 20423
Attention: Mrs. Mildred Lee, Room 2303 INTERSTATE COMMERCE COMMISSION

RECORDATION NO 11400 FILED 1423

AUG 20 1992-12 05 PM

Re: Documents for Recordation

Dear Mrs. Lee:

In accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Interstate Commerce Commission (the "ICC") thereunder, enclosed herewith for filing and recordation are (a) three (3) executed originals of an Assignment dated as of August 13, 1992 (relating to the Equipment Trust Agreement dated as of January 15, 1980 (the "Trust Agreement") between Trinity Industries Leasing Company (the "Company") and Bankers Trust Company (as successor trustee to Deposit Insurance Bridge Bank, N.A., assignee of the Federal Deposit Insurance Corporation, as receiver for MBank Dallas, N.A., formerly named Mercantile National Bank at Dallas), as successor Trustee (the "Trustee")) between the Company and the Trustee, (the "Assignment"), a primary document as defined in the foregoing Rules and Regulations, (b) three (3) executed originals of a Fifth Supplement to Equipment Trust Agreement dated as of August 13, 1992 between the Company and the Trustee supplementing the Trust Agreement (the "Fifth Supplement"), a secondary document as defined in the foregoing Rules and Regulations and (c) three (3) executed originals of a Bill of Sale dated as of August 13, 1992 under the Trust Agreement between the Company and the Trustee (the "Bill of Sale"), a secondary document as defined in the foregoing Rules and Regulations.

The enclosed Assignment, Fifth Supplement and Bill of Sale relate to the Trust Agreement, which was filed and recorded under Recordation Number 11400 on January 22, 1980, and subsequently supplemented by assignments, bills of sale and supplements under Recordation Numbers 11400-A through 11400-CC.

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The addresses of the parties to the enclosed document are:

Company: Trinity Industries Leasing Company
22505 State Street
Chicago Heights, Illinois 60411
Attention: Treasurer

Trustee: Bankers Trust Company
Four Albany Street
New York, New York 10015

A description of the railroad equipment covered by each of the Assignment, the Fifth Supplement and the Bill of Sale is set forth in Exhibit A hereto. The foregoing railroad equipment consists solely of rail cars intended for use relating to interstate commerce.

Also enclosed is a check in the amount of \$45.00 to cover the required recordation fees.

You are hereby authorized to deliver stamped copies of the Assignment, Fifth Supplement and Bill of Sale not needed for your files to the representative of Alvord and Alvord who is delivering this letter and said enclosures to you.

A short summary of the documents to appear in the Commission's Index follows:

Primary Document.

Assignment dated as of August 13, between Trinity Industries Leasing Company and Bankers Trust Company, as successor Trustee, covering various railroad cars.

Secondary Documents.

Fifth Supplement to Equipment Trust Agreement dated as of August 13, 1992 between Trinity Industries Leasing Company and Bankers Trust Company, as successor Trustee (relating to the Equipment Trust Agreement dated as of January 15, 1980, between Trinity Industries Leasing Company and Bankers Trust Company, successor Trustee to Deposit Insurance Bridge Bank, N.A., Assignee of the Federal Deposit Insurance Corporation, as

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Receiver for MBank Dallas, N.A. (formerly named
Mercantile National Bank at Dallas), as Trustee)
covering various railroad cars.

Bill of Sale dated as of August 13, 1992, between
Trinity Industries Leasing Company and Bankers
Trust Company, as successor Trustee, covering
various railroad cars.

TRINITY INDUSTRIES LEASING COMPANY

By: Neil O. Shoop
Neil O. Shoop
Treasurer

RECORDATION NO. 11400-EE

FILED 1425

AUG 20 1992 - 12 05 PM

INTERSTATE COMMERCE COMMISSION

**FIFTH SUPPLEMENT
TO EQUIPMENT TRUST AGREEMENT**

(TRINITY INDUSTRIES LEASING COMPANY EQUIPMENT TRUST SERIES 1)

Dated as of August 13, 1992

Between

BANKERS TRUST COMPANY, SUCCESSOR TRUSTEE

AND

TRINITY INDUSTRIES LEASING COMPANY

FIFTH SUPPLEMENT TO EQUIPMENT TRUST AGREEMENT dated as of August 13, 1992 (herein called this "Fifth Supplement") between TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation (hereinafter called the "Company") and BANKERS TRUST COMPANY, a New York banking corporation (in its capacity as successor trustee under the Trust Agreement, hereinafter called the "Trustee").

PRELIMINARY STATEMENT

A. The Company and Mercantile National Bank at Dallas, a national banking association, subsequently named MBank Dallas, National Association ("MBank"), as original Trustee, entered into the Equipment Trust Agreement dated as of January 15, 1980 (as supplemented or amended to the date hereof, hereinafter called the "Trust Agreement").

B. All of the corporate trust business of MBank was assigned to the Deposit Insurance Bridge Bank, National Association (herein called "DIBB") by the Federal Deposit Insurance Corporation, as receiver for MBank, and pursuant to an Instrument of Resignation, Appointment and Acceptance dated as of April 17, 1989 among the Company, DIBB and Bankers Trust Company, DIBB resigned as original Trustee and Bankers Trust Company was appointed as successor Trustee.

C. The Trust Agreement was supplemented by a First Supplement to Equipment Trust Agreement dated as of November 20, 1989 between the Company and the Trustee (the "First Supplement").

D. The Trust Agreement was supplemented by a Second Supplement to Equipment Trust Agreement dated as of March 1, 1991 between the Company and the Trustee (the "Second Supplement").

E. The Trust Agreement was supplemented by a Third Supplement to Equipment Trust Agreement dated as of March 25, 1992 between the Company and the Trustee (the "Third Supplement").

F. The Trust Agreement was supplemented by a Fourth Supplement to Equipment Trust Agreement dated as of June 26, 1992 between the Company and the Trustee (the "Fourth Supplement").

G. The Trust Agreement was filed with the Interstate Commerce Commission (the "ICC") on January 22, 1980, under Recordation No. 11400.

H. The First Supplement was recorded with the ICC on November 29, 1989 under Recordation No. 11400-M.

I. The Second Supplement was recorded with the ICC on March 15, 1991 under Recordation No. 11400-R.

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J. The Third Supplement was recorded with the ICC on March 30, 1992 under Recordation No. 11400-V.

K. The Fourth Supplement was recorded with the ICC on June 29, 1992 under Recordation No. 11400-Y.

L. Pursuant to the terms of a Purchase Agreement dated as of January 15, 1980 (hereinafter called the "Purchase Agreement"), among the Company and Trinity Industries, Inc., a Delaware corporation, and each of the institutional investors named in Schedule A thereto (such investors herein collectively called the "Purchasers"), the Purchasers have each purchased Equipment Trust Certificates issued or to be issued under the Trust Agreement.

M. Pursuant to Section 5.06(d) of the Trust Agreement, the Company has requested that the Trustee release cash deposited by the Company with the Trustee pursuant to Section 5.08(a) of the Trust Agreement.

N. The parties desire to supplement and amend the Trust Agreement as provided herein.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, the parties hereto agree as follows:

1. The Trust Agreement is hereby amended by adding to Exhibit A to the Trust Agreement the descriptions of rail cars contained in Exhibit A hereto and by adding to Exhibit B to the Trust Agreement the descriptions of Existing Leases contained in Exhibit B hereto; and such rail cars shall be included in the trust created under the Trust Agreement and be subject to all of the terms and provisions thereof.

2. The Trust Agreement, as hereby amended, remains in full force and effect mutatis mutandis.

3. The Trust Agreement, as hereby amended, is in all respects ratified and confirmed, and all rights and powers created or granted thereby or thereunder shall be and remain in full force and effect.

4. Terms used in this Fifth Supplement shall have the respective meanings ascribed to them in the Trust Agreement.

5. The terms "Trust Agreement", "Agreement" or "Equipment Trust Agreement" as used in the Trust Agreement and all Exhibits thereto shall be construed to mean the Trust Agreement as amended by this Fifth Supplement.

6. This Fifth Supplement may be executed in several counterparts each of which shall be deemed an original, and all such counterparts shall together constitute but one and the same instrument. This Fifth Supplement may be signed by

each party hereto upon a separate copy in which event all of said copies shall constitute a single counterpart of this Fifth Supplement. It shall not be necessary in making proof of this Fifth Supplement to produce or account for more than one such counterpart.

7. This Supplement shall in all respects be governed by, and construed and enforced in accordance with, the laws of the State of New York (including the conflicts of laws rules), including all matters of construction, validity and performance.

8. The recitals herein are those of the Company and not the Trustee.

IN WITNESS WHEREOF, the parties have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed effective as of the date first written above.

[Corporate Seal]

TRINITY INDUSTRIES LEASING
COMPANY

ATTEST:

Neil O. Shoop
Neil O. Shoop
Assistant Secretary

By K. W. Lewis
K. W. Lewis
Senior Vice President

STATE OF TEXAS §
§
COUNTY OF DALLAS §

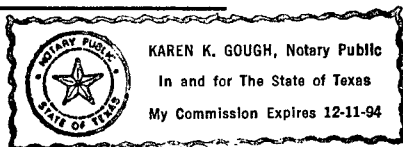
On this 13th day of August, 1992 before me personally appeared K. W. Lewis, to me personally known, who being by me duly sworn, says that he is the Senior Vice President of TRINITY INDUSTRIES LEASING COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Karen K. Gough
Notary Public

My Commission Expires:

[SEAL]

A:\99999994



[Corporate Seal]

BANKERS TRUST COMPANY,
Successor Trustee

ATTEST:

Wanda Camacho
Assistant Secretary

By Carl H. Nasib
Name: CARL H. NASIB
Title: VICE PRESIDENT

STATE OF NEW YORK §
§
COUNTY OF NEW YORK §

On this 18th day of August, 1992 before me personally appeared Carl H. Nasib, to me personally known, who being by me duly sworn, says that he/~~she~~ is the Vice President of BANKERS TRUST COMPANY that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he/~~she~~ acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Marjorie Stanley
Notary Public

My Commission Expires:
~~MARJORIE STANLEY~~
Notary Public, State of New York
No. 41-4986405
~~Qualified in Queens County~~
Certificate filed in New York County
Commission Expires Sept. 16, 1993
[SEAL]

MARJORIE STANLEY
Notary Public, State of New York
No. 41-4986405
Qualified in Queens County
Certificate filed in New York County
Commission Expires Sept. 16, 1993

EXHIBIT A
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Nos.</u>
7 Tank Cars	112J340W	34,000 Gal.	TILX 300369, 300370 300372, 300376 300385, 300386 300394
1 Hopper Car	LO	4,750 Cu. Ft.	TILX 511477

EXHIBIT B

Description of Existing Leases

1. Railroad Car Lease Agreement, dated October 1, 1988, between Trinity Industries Leasing Company and Air Products and Chemicals, Inc. covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
7	112J340W 34,000 Gal. Tank Cars	TILX 300369, 300370 300372, 300376 300385, 300386 300394

2. Railroad Car Lease Agreement, dated November 8, 1990, between Trinity Industries Leasing Company and Canadian National Railways covering the following described railroad car (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	4,750 Cu. Ft. LO Covered Hopper Car	TILX 511477